

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON  
55 EAST MONROE STREET  
CHICAGO, ILLINOIS 60603

LOS ANGELES OFFICE  
2029 CENTURY PARK EAST  
LOS ANGELES, CALIF. 90067  
AREA CODE 213 277-7200

AREA CODE 312 346-8000  
CABLE ADDRESS: INTERLEX

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WASHINGTON, D.C. 20036  
AREA CODE 202 463-2400

NEW YORK OFFICE  
757 THIRD AVENUE  
NEW YORK, NEW YORK 10017  
AREA CODE 212 715-9000

WRITERS DIRECT DIAL (312) 269-8886

May 29, 1987 **7495-5**  
RECORDATION NO. .... Filed 142b

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AREA CODE 415 397-2823

JUN 8 1987 -1 30 PM

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Washington, DC 20423

No. **7-159A021**  
JUN 8 1987  
Date .....

Re: Recordation Number: 7495

Fee \$ .....

ICC Washington, D. C.

Dear Secretary:

I have enclosed an original and three copies of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Nonrecourse Bill of Sale, a secondary document, dated March 30, 1987.

The primary document to which this is connected is recorded under Recordation No. 7495.

The names and addresses of the parties to the document are as follows:

Seller: American Security Bank, N.A., formerly known  
as American Security and Trust Company  
730 Fifteenth St., N.W.  
Washington, D.C. 20013

Buyer: General Electric Railroad Services Corporation  
33 W. Monroe St.  
Chicago, Illinois 60603

A description of the equipment covered by the document is listed on the attached schedule. However, the document is intended to cover all equipment covered by the primary document.

RECORDED  
JUN 8 1 29 PM '87  
FBI - CHICAGO

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Richard Demarest Yant  
Seyfarth, Shaw, Fairweather & Geraldson  
55 East Monroe Street, Suite 4200  
Chicago, Illinois 60603

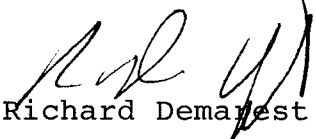
A short summary of the document to appear in the index follows:

Nonrecourse Bill of Sale dated March 30, 1987 from American Security Bank, N.A., formerly known as American Security and Trust Company, to General Electric Railcar Services Corporation conveying its interest in the railcar rolling stock described therein and all interest of Seller in documents recorded under Recordation Nos. 7495, 7496 and 7497.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By

  
Richard Demarest Yant

RDY/pp  
Enclosure

cc: Winston I. Lowe  
Robert J. Hoelscher

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

6-8-87

Mr. Richard Demarest Yant  
Seyfarth, Shaw, Fairweather & Geraldson  
55 East Monroe Street, Ste 4200  
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303<sub>6-8087</sub> at ~~11:30 PM~~ 1:30 PM, and assigned re-  
recording number (s) ~~7495-5~~

7495-5

Sincerely yours,

*Norita K. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

JUN 8 1987 -1 30 PM

INTERSTATE COMMERCE COMMISSION

NONRECOURSE BILL OF SALE

FOR VALUE RECEIVED, including and in full and complete satisfaction of all obligations under the Documents (hereinafter defined), AMERICAN SECURITY BANK, <sup>N.A.,</sup> a ~~XXXXXXXXXXXXXXXXXXXX~~ <sup>national</sup> banking corporation and successor of American Security and Trust Company, (the "Seller"), grants, bargains, sells, conveys, transfers, and delivers unto GENERAL ELECTRIC RAILCAR SERVICES CORPORATION (the "Buyer"), a Delaware corporation having a place of business in Chicago, Illinois, all the Seller's right, title, and interest in the railcars, goods, and chattels set forth on Schedule 1 attached hereto and made a part hereof (the "Equipment") and intended to be all railcars involved in the March 1, 1974 Transaction Agreements that are not subject to the Lease with the Chicago, Milwaukee, St. Paul and Pacific Railroad Company.

The Seller is not a manufacturer, distributor of, dealer in, or merchant in the Equipment. The Seller makes NO WARRANTY ABOUT THE EQUIPMENT, INCLUDING, WITHOUT LIMITATION, ANY WARRANTY OF TITLE, MERCHANTABILITY, OR FITNESS FOR A PARTICULAR PURPOSE. THERE ARE NO REPRESENTATIONS OR WARRANTIES, EXPRESS, IMPLIED OR STATUTORY. THE EQUIPMENT IS CONVEYED "AS IS, WHERE IS". By acceptance of delivery of the Equipment, the Buyer acknowledges that the buyer has either examined such Equipment as fully as desired or has been given the opportunity for such examination and has declined to make such examination.

The term "Documents" means all documents relating to the March 1, 1974 Transactions and reflecting the acquisition, financing, and leasing of the Equipment, including but not

Schedule 1 to Nonrecourse  
Bill of Sale for March 1, 1974  
Transaction Agreements

Car Number

NAHX 046108  
NAHX 046136  
NAHX 046137  
NAHX 046141  
NAHX 046144  
NAHX 046150  
NAHX 046157  
NAHX 046162  
NAHX 046163  
NAHX 046164  
NAHX 046176  
NAHX 046179  
NAHX 046183  
NAHX 046185  
NAHX 046186  
NAHX 046190  
NAHX 046193  
NAHX 046203  
NAHX 046267  
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NAHX 055403  
NAHX 055407  
NAHX 055409  
NAHX 055418  
NAHX 055427  
NAHX 055434  
NAHX 055435  
NAHX 055438  
NAHX 800250  
NAHX 800251  
NAHX 046172  
NAHX 055414  
NAHX 055432  
NAHX 046187  
NAHX 046192

Car Number

NAHX 046201  
NAHX 055437  
NAHX 046165  
NAHX 046166  
NAHX 046167  
NAHX 046168  
NAHX 046272  
NAHX 046215  
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NAHX 046263  
NAHX 046264  
NAHX 046202  
NAHX 055410  
NAHX 055433  
CC 800258  
NAHX 046138  
NAHX 046139  
NAHX 046188  
NAHX 046200  
NAHX 046280  
NAHX 046284  
NAHX 800252  
NAHX 046180  
NAHX 055424  
NAHX 046156  
NAHX 046181  
NAHX 046182  
NAHX 046265  
NAHX 055404  
NAHX 055422  
NAHX 800257  
NAHX 046171  
NAHX 046189  
NAHX 046191  
NAHX 055411  
NAHX 055412  
NAHX 055421  
NAHX 055429

Car Number

NAHX 046170  
NAHX 046140  
NAHX 046161  
NAHX 046169  
NAHX 046173  
NAHX 046175  
NAHX 046177  
NAHX 046184  
NAHX 046204  
NAHX 046266  
NAHX 046278  
NAHX 046286  
NAHX 046153  
NAHX 046154  
NAHX 046145  
NAHX 046146  
NAHX 046147  
NAHX 046148  
NAHX 046149  
NAHX 046151  
NAHX 046152  
NAHX 046160  
NAHX 800256  
NAHX 046143  
NAHX 046133  
NAHX 046134  
NAHX 046135  
NAHX 046142  
NAHX 046178  
NAHX 055405  
NAHX 046275  
NAHX 046155  
NAHX 046159  
NAHX 800253  
NAHX 800254  
NAHX 800255

limited to those documents listed on Schedule 2 hereto, and any associated trust agreement, finance agreement, and amendments thereto. The acceptance by the Buyer and First Security Bank, N.A., Agent, of this Nonrecourse Bill of Sale constitutes the discharge of all the obligations of the Seller, The First National Bank of Maryland, Citytrust Corp., successor to CFSC Leasing Corp., and any other beneficiary of the Seller's Trust Agreement, of all obligations under the Documents by and on behalf of First Security Bank of Utah, N.A., Meritor Savings Bank, New England Mutual Life Insurance Company, Home Life Insurance Co., their successor and assigns, and of all other obligations to the Buyer, First Security Bank, N.A., their principals, successors, affiliates, or assigns, in respect of the Equipment

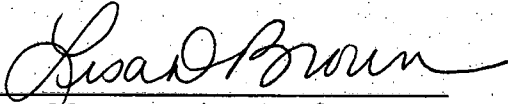
The Seller hereby releases and forever discharges any lien, security interest, or encumbrance which it now has or ever has had in, to, or upon the Equipment.

This instrument is binding upon the Seller, its successors, and assigns.

IN WITNESS WHEREOF, the Seller has caused a duly authorized officer of the Seller to execute this instrument this 30<sup>th</sup> day of March, 1987.

AMERICAN SECURITY BANK, N.A.  
successor to American Security  
and Trust Company, as Trustee  
for The First National Bank  
of Maryland and Citytrust Corp.,  
successor to CFSC Leasing Corp.

ATTEST:

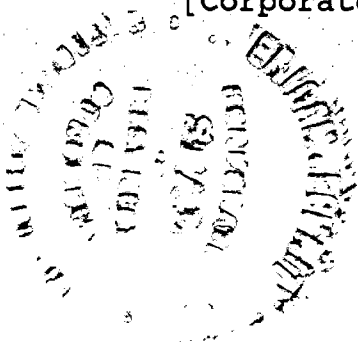


[Corporate Seal]

By: 

Myron O. Gray  
Vice President and  
Corporate Trust Officer

Name and Title (Please print)



Schedule 1 to Nonrecourse  
Bill of Sale for March 1, 1974  
Transaction Agreements

<u>Car Number</u>	<u>Car Number</u>	<u>Car Number</u>
NAHX 046108	NAHX 046201	NAHX 046170
NAHX 046136	NAHX 055437	NAHX 046140
NAHX 046137	NAHX 046165	NAHX 046161
NAHX 046141	NAHX 046166	NAHX 046169
NAHX 046144	NAHX 046167	NAHX 046173
NAHX 046150	NAHX 046168	NAHX 046175
NAHX 046157	NAHX 046272	NAHX 046177
NAHX 046162	NAHX 046215	NAHX 046184
NAHX 046163	NAHX 046245	NAHX 046204
NAHX 046164	NAHX 046246	NAHX 046266
NAHX 046176	NAHX 046247	NAHX 046278
NAHX 046179	NAHX 046248	NAHX 046286
NAHX 046183	NAHX 046249	NAHX 046153
NAHX 046185	NAHX 046250	NAHX 046154
NAHX 046186	NAHX 046251	NAHX 046145
NAHX 046190	NAHX 046252	NAHX 046146
NAHX 046193	NAHX 046253	NAHX 046147
NAHX 046203	NAHX 046254	NAHX 046148
NAHX 046267	NAHX 046255	NAHX 046149
NAHX 046268	NAHX 046256	NAHX 046151
NAHX 046269	NAHX 046257	NAHX 046152
NAHX 046270	NAHX 046258	NAHX 046160
NAHX 046271	NAHX 046259	NAHX 800254
NAHX 046273	NAHX 046260	NAHX 046143
NAHX 046274	NAHX 046262	NAHX 046133
NAHX 046276	NAHX 046263	NAHX 046134
NAHX 046277	NAHX 046264	NAHX 046135
NAHX 046279	NAHX 046202	NAHX 046142
NAHX 046281	NAHX 055410	NAHX 046178
NAHX 046282	NAHX 055433	NAHX 055405
NAHX 046283	CC 800258	NAHX 046275
NAHX 046285	NAHX 046138	NAHX 046155
NAHX 046287	NAHX 046139	NAHX 046159
NAHX 046288	NAHX 046188	NAHX 800253
NAHX 046289	NAHX 046200	NAHX 800254
NAHX 046290	NAHX 046280	NAHX 800255
NAHX 046291	NAHX 046284	
NAHX 055400	NAHX 800252	
NAHX 055401	NAHX 046180	
NAHX 055403	NAHX 055424	
NAHX 055407	NAHX 046156	
NAHX 055409	NAHX 046181	
NAHX 055418	NAHX 046182	
NAHX 055427	NAHX 046265	
NAHX 055434	NAHX 055404	
NAHX 055435	NAHX 055422	
NAHX 055438	NAHX 800257	
NAHX 800250	NAHX 046171	
NAHX 800251	NAHX 046189	
NAHX 046172	NAHX 046191	
NAHX 055414	NAHX 055411	
NAHX 055432	NAHX 055412	
NAHX 046187	NAHX 055421	
NAHX 046192	NAHX 055429	



Schedule 2 to Nonrecourse Bill of Sale  
for March 1, 1974 Transaction Agreements

Unless otherwise indicated, all documents are dated as of March 1, 1974; term "Pullman" means Pullman Incorporated (Pullman-Standard Division); the term "FNB" means The First National Bank of Maryland; the term "NACC" means North American Car Corporation; the term "FSB" means First Security Bank Of Utah, N.A., as agent for Meritor Savings Bank, Provident Mutual Life Insurance Company, Fidelity Mutual Life Insurance Company, The Life Insurance Company of Virginia, their predecessors, successors, and assigns; the term "CFSC" means Citytrust Corp., successor to CFSC Leasing Corp., the term "Trustee" shall mean American Security Bank/<sup>N.A.</sup>, successor to American Security and Trust Company and the term "ICC" means the United States Interstate Commerce Commission.

<u>Document Description</u>	<u>ICC Recording Data</u>
Conditional Sale Agreement between NACC and the Trustee, as trustee for CFSC and FNB	5/3/74 No. 7495
Agreement and Assignment between NACC and FSB as Agent	5/21/74 No. 7495-A
Amendment Agreement dated as of July 1, 1974 among the Trustee, as trustee of CFSC and FNB, NACC, and FSB, as Agent	7/25/74 No. 7495-B
Amendment Agreement dated as of December 15, 1974 among the Trustee, as trustee for CFSC and FNB, NACC, and FSB, as Agent	1/02/75 No. 7495-C
Amendment Agreement dated as of December 15, 1974 among the Trustee, as trustee for CFSC and FNB, NACC, FSB, as Agent	4/27/81 No. 7495-D
Conditional Sale Agreement among Pullman, the Trustee, as trustee for CFSC and FNB, and NACC	5/3/74 No. 7496

Agreement and Assignment between Pullman  
and FSB, as Agent

5/21/74  
No. 7496-A

Amendment Agreement dated as of December 15,  
1974 among the Trustee, as trustee for CFSC  
and FNB, Pullman, NACC, and FSB as Agent

1/02/75  
No. 7496-B

Lease of Railroad Equipment between the  
Trustee, as trustee for CFSC and FNB,  
and NACC

5/3/74  
No. 7497

Assignment of Lease and Agreement between  
the Trustee, as trustee for CFSC and FNB  
and FSB, as Agent

5/21/74  
No. 7497-A

a:sch.003.

DISTRICT OF COLUMBIA:

ss:

On this 30th day of March , 1987, before me appeared  
Myron Gray , who being duly sworn deposed and said  
that he is Vice President

of American Security Bank/<sup>N.A.</sup>, successor to  
American Security and Trust Company (the "Bank"), that one of the  
seal affixed to the foregoing Nonrecourse Bill of Sale is a  
corporate seal of the Bank, that said document was signed and  
sealed on behalf of the Bank by authority of its Board of  
Directors, that the execution and sealing of the Nonrecourse Bill  
of Sale was a free act and deed of the Bank, and that the  
Nonrecourse Bill of Sale may be recorded as such.

Susanne Lowell  
Notary Public

My Commission Expires 12/14/91

[Notarial Seal]

a:bos.455.